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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	: <b>Chapter 11 Case No.</b>
	:
<b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b>	: <b>08-13555 (JMP)</b>
	:
<b>Debtors.</b>	: <b>(Jointly Administered)</b>
	:
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**DECLARATION OF ROBERT ROESCH IN  
SUPPORT OF DEBTORS' RESPONSE TO THE SUNCAL DEBTORS' JOINT  
OPPOSITION TO MOTION PURSUANT TO BANKRUPTCY RULE 9019 FOR  
AUTHORITY TO COMPROMISE CONTROVERSY IN CONNECTION  
WITH A REPURCHASE TRANSACTION WITH FENWAY CAPITAL, LLC  
AND A COMMERCIAL PAPER PROGRAM WITH FENWAY FUNDING, LLC**

I, Robert Roesch, Esq., hereby declare and state as follows:

1. I am a member of the Bar of the State of Florida and an associate with the law firm of Weil, Gotshal & Manges LLP, attorneys for Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, including Lehman Commercial Paper Inc. ("LCPI"), as debtors and debtors in possession. I submit this declaration in support of Debtors' Response to SunCal Debtors' Joint Opposition to Motion Pursuant to Bankruptcy Rule 9019 for Authority to Compromise Controversy in Connection with a

Repurchase Transaction with Fenway Capital, LLC and a Commercial Paper Program with Fenway Funding, LLC (the “Motion”).<sup>1</sup>

2. I make this declaration based upon my review of the documents described herein and my personal knowledge.

3. Attached hereto as Exhibit 1 is a true and correct copy of the transcript taken in connection with the January 30, 2009 hearing before this Court.

4. Attached hereto as Exhibit 2 is a true and correct copy of a letter dated January 11, 2010, from D. Ziehl to L. Miller, P. Couchot and W. Lobel.

5. Attached hereto as Exhibit 3 is a true and correct copy of a letter dated January 27, 2010, from D. Ziehl to L. Miller, P. Couchot and W. Lobel.

6. Attached hereto as Exhibit 4 is a true and correct copy of a letter dated February 24, 2010, from D. Ziehl to L. Miller, P. Couchot and W. Lobel.

7. Attached hereto as Exhibit 5 is a true and correct copy of pages 19-20 of the February 12, 2007 Term Loan and Revolving Line of Credit Loan Agreement between SunCal PSV, LLC and Lehman ALI, Inc., which was filed with the SunCal Court as Exhibit 1 to the Declaration of James Hill In Support of Lehman ALI, Inc.’s, Northlake Holdings, LLC’s and OVC Holdings, LLC’s Objection to Supplement to Debtors’ Motion for Order: (1) Approving Overbid Procedures in Connection with Proposed Sale of Substantially All Assets of the Debtors’ Estates; (2) Approving Break-Up Fee; (3) Disallowing Credit Bid Rights of Disputed Secured Creditors Lehman ALI, Inc., Northlake Holdings and OVC Holdings; and (4) Setting Hearing on Approval of Sale of Assets [D.E. 442] (the “Hill Declaration”).<sup>2</sup>

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<sup>1</sup> Terms not defined herein shall have the meaning ascribed to them in the Motion.

<sup>2</sup> As used herein citations to [D.E. \_\_\_\_] shall refer to the docket in *In re Palmdale Hills Property*, Case No. 08-bk-017206-ES (Bankr. C.D. Cal.).

8. Attached hereto as Exhibit 6 is a true and correct copy of pages 21-22 of the October 3, 2007 Second Amended and Restated Term Loan and Revolving Line of Credit Loan Agreement between SunCal Marblehead Heartland Master LLC, SunCal Marblehead LLC, SunCal Heartland LLC and Lehman ALI, Inc., which was filed with the SunCal Court as Exhibit 3 to the Hill Declaration.

9. Attached hereto as Exhibit 7 is a true and correct copy of pages 18-19 of the May 23, 2006 Term Loan and Revolving Line of Credit Loan Agreement between LB/L – SunCal Oak Valley LLC and OVC Holdings LLC, (as Lehman ALI, Inc.’s assignee), which was filed with the SunCal Court as Exhibit 7 to the Hill Declaration.

10. Attached hereto as Exhibit 8 is a true and correct copy of pages 13-14 of the September 9, 2005 Term Loan and Revolving Line of Credit Loan Agreement between LB/L – SunCal Northlake LLC and Northlake Holdings (as Lehman ALI, Inc.’s assignee), which was filed with the SunCal Court as Exhibit 10 to the Hill Declaration.

11. Attached hereto as Exhibit 9 is a true and correct copy of pages 27-29 of the February 8, 2007 Credit Agreement between Palmdale Hills Property LLC, Lehman Brothers, Inc., and LCPI, which was filed with the SunCal Court as Exhibit 13 to the Hill Declaration.

12. Attached hereto as Exhibit 10 is a true and correct copy of the Declaration of Sean O’Keefe in Support of Debtors’ Objections to and Motion for Order Striking Claims Filed by the Lehman Entities (the “O’Keefe Declaration”) and exhibits C-F to the O’Keefe declaration.<sup>3</sup> The O’Keefe Declaration was filed with the SunCal Court on June 1, 2009 [D.E. 354].

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<sup>3</sup> Exhibits C-F of the O’Keefe Declaration are the Repo Confirms that LCPI was required to generate pursuant to the MRA. The O’Keefe Declaration erroneously labels these Repo Confirms as Exhibits E-H.

13. Attached hereto as Exhibit 11 is a true and correct copy of the transcript taken in connection with the February 11, 2010 hearing before the SunCal Court on the motions to dismiss the SunCal Debtors' Third Amended Adversary Complaint.

14. Attached hereto as Exhibit 12 is a true and correct copy of the transcript taken in connection with the March 8, 2010 hearing before the SunCal Court.

15. Attached hereto as Exhibit 13 is a true and correct copy of the SunCal Debtors' Fourth Amended Adversary Proceeding Complaint.

16. Attached hereto as Exhibit 14 is a true and correct copy of the June 18, 2009 Declaration of Irena Goldstein in Support of Consolidated Opposition of Lehman Commercial Paper Inc., Lehman ALI, Inc., Northlake Holdings, LLC and OVC Holdings, LLC to: (1) Debtors' Objection to and Motion for Order Striking Claims Filed by the Lehman Entities; and (2) Motion for Order Striking Pleadings Filed by the Lehman Entities [D.E. 390].

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 12th day of April 2009, in Miami, Florida.

/s/ Robert Clayton Roesch  
Robert Clayton Roesch